

# **HURON RIVER LABRADOR RETRIEVER CLUB, INC.**

## **CONSTITUTION**

### **ARTICLE I – NAME AND OBJECTS**

SECTION 1. The name of the Club shall be the Huron River Labrador Retriever Club, Inc., hereinafter referred to as the Club.

SECTION 2. The objects of the Club shall be:

- A. To encourage and promote quality in the breeding of purebred Labrador Retrievers and to do all possible to bring their natural qualities to perfection.
- B. To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Labrador Retriever shall be judged.
- C. To do all in its power to protect and advance the interest of the breed by encouraging members and others to follow the Club's guidance in breeding practices, and to encourage sportsmanlike participation at dog shows and performance events.
- D. To conduct sanctioned matches, dog shows and any other event for which the club is eligible under the rules and regulations of the American Kennel Club (AKC) and the Labrador Retriever Club, Inc (LRC).
- E. To promote the Labrador Retriever as the multi-purpose breed that they are.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objects.

## **BY-LAWS**

### **ARTICLE I – MEMBERSHIP**

SECTION 1. **ELIGIBILITY.** There shall be five types of memberships: individual memberships, family memberships, junior memberships, associate memberships and life memberships, open to all persons in good standing with The American Kennel Club who subscribe to the objects of this Club, and (except for Junior members) are 18 years of age and older. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. **TYPES OF MEMBERSHIP.**

- A. **INDIVIDUAL.** An individual member enjoys all the privileges of the Club, including voting and holding office.
- B. **FAMILY.** Family membership shall be limited to two adult (18 years and older) members in a family residing at the same address, each person having a separate vote and ability to hold office, and identified by name on the membership application.

- C. JUNIOR. Junior membership is open to persons 10 to 17 years of age. Junior members may not vote or hold office. Membership may automatically convert to regular membership at age 18.
- D. ASSOCIATE. Entitled to all club privileges except voting and holding office.
- E. LIFE. Any past or present Club member, having rendered outstanding service to the Club, may be proposed by the Board of Directors for election to life membership at any Annual Meeting of the Club. The individual so proposed shall have been an active member of the Club for at least 15 years. Election shall be by secret ballot. An affirmative vote of 2/3 of the members present and voting is required. Life members shall be exempt from payment of dues, and shall have all the rights, privileges, and duties of membership, including the right to hold office and to vote.

SECTION 3. DUES. Membership dues shall be set by the Board of Directors in an amount not to exceed \$60.00 per year for any of the membership types. No member may vote whose dues are not paid for the current year. Dues are payable on or before the first day of January each year. During the month of November, the Membership chairperson shall send to each member a statement of dues for the ensuing year.

SECTION 4. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the board of directors (“Board” or “the Board”) and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year.

All applications for membership shall be filed with the Membership chairperson. Each membership application shall be voted upon by secret ballot at the next meeting of the Club. An affirmative vote of 2/3 of the members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the club can reapply six months after the date of rejection. Dues paid on or after November 1<sup>st</sup> will entitle the applicant to membership for the following year at no additional cost.

SECTION 5. TERMINATION OF MEMBERSHIP. Upon termination of membership, all club-owned property must be returned within 30 days. Memberships may be terminated:

- A. BY RESIGNATION. Any member in good standing may resign from the Club upon written notice to the Recording Secretary.
- B. BY LAPSING. A membership will be considered as lapsed and automatically terminated if such member’s dues remain unpaid 30 days after the first day of the fiscal year. However, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person vote at any Club meeting or any Club election whose dues are unpaid as of the date of that meeting or election.
- C. BY EXPULSION. A membership may be terminated by expulsion as provided in Article VI, Section 4 of these By-Laws.

## **ARTICLE II – MEETINGS AND VOTING**

SECTION 1. CLUB MEETINGS. Meetings of the club may be held as frequently as is necessary by methods such as electronic, virtual, teleconference or in-person within the greater Brighton area. A minimum of six meetings shall be held each year at such date, hour and place as may be designated by the Board of Directors. Notice of each meeting will be e-mailed by the Corresponding Secretary at least 7 days prior to the date of the meeting. Meeting schedule will also be published on the club’s website. The quorum for such meetings shall be 20% of the membership in good standing, excluding Associate and Junior members.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held by methods such as electronic, virtual, teleconference or in-person within the greater Brighton area as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be e-mailed by the Corresponding Secretary at least 5 days and not more than 15 days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum shall be the same as for Club meetings in Section 1 of this Article.

SECTION 3. BOARD MEETINGS. A minimum of six meetings of the Board of Directors shall be held each year held by methods such as electronic, virtual, teleconference or in-person within the greater Brighton area as may be designated by the Board of Directors. Written notice of each Board meeting shall be e-mailed by Corresponding Secretary to each member of the Board at least 7 days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held by methods such as electronic, virtual, teleconference or in-person within the Brighton area, designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent via e-mail by the Corresponding Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. VOTING. Each member in good standing whose dues are paid for the current year, excluding Junior and Associate members, shall be entitled to one vote at any meeting of the Club at which he is present. Voting by proxy will not be permitted at any Club meeting or election.

### **ARTICLE III – DIRECTORS AND OFFICERS**

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the officers and 2 other persons, all of whom shall be members in good standing and all of whom shall be elected for one (1)-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board.

SECTION 2. OFFICERS. The officers of the Club shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, who shall be elected to one-year terms of office from among the members of the Board and shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- A. PRESIDENT. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President and, in addition, any which may be particularly specified in these By-Laws.
- B. VICE-PRESIDENT. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- C. RECORDING SECRETARY. The Recording Secretary shall keep a record of all meetings of the Club and of the Board, and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall notify new members of their election to membership, keep a roll of the

members of the Club and their addresses, and carry out such other duties as may be prescribed in these By-Laws.

- D. **CORRESPONDING SECRETARY.** The Corresponding Secretary shall carry on the correspondence of the club, notify members of meetings, notify Officers and Directors of their election to office, and carry out such other duties as may be prescribed in these By-Laws.
- E. **TREASURER.** The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

**SECTION 3. VACANCIES.** Any vacancy occurring on the Board of Directors or among the Officers during the year shall be filled until the next annual election by a majority vote of all remaining members of the Board, at its next meeting following the creation of such vacancy. Except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

#### **ARTICLE IV – THE CLUB YEAR, ANNUAL MEETING, NOMINATIONS, ELECTIONS**

**SECTION 1. CLUB YEAR.** The Club's official year shall be from the end of the Annual Meeting to the end of the following Annual Meeting. The Club's fiscal year shall begin on the first day of January and end on the 31<sup>st</sup> day of December.

**SECTION 2. ANNUAL MEETING.** The Annual Meeting of the Club shall be held in the month of January at such date, hour, and place as may be designated by the Board of Directors. Written notice of the Annual Meeting shall be sent via e-mail by the Corresponding Secretary at least 30 days prior to the date of the meeting. Board members for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

**SECTION 3. NOMINATING COMMITTEE.** No person may be a candidate in a Club election who has not been nominated. By September 1<sup>st</sup> of each year the Board shall select a Nominating Committee consisting of three members, all of whom shall be members in good standing. The Recording Secretary shall immediately notify the committeemen of their appointment. The Board shall name a Chairman for the Committee and it shall be his duty to call the committee meetings.

- A. The Committee shall nominate one candidate for each available position on the Board, and after securing the consent of each person so nominated shall report their nominations to the Recording Secretary in writing before October 1<sup>st</sup>.
- B. Upon receipt of the Nominating committee's report, the Recording Secretary shall at least two weeks before the November Club meeting notify each member of the Club in writing of the candidates so nominated.
- C. Additional nominations may be made at the November Club meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed nominee is not in attendance at this meeting, his proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate.

- D. A list of all nominees shall be sent to the membership by the Recording Secretary.
- E. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.
- F. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be elected and the vacancy created shall be filled by the New Board of Directors as provided in Article III, Section 3.

**SECTION 4. ELECTIONS.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before January 1<sup>st</sup>, the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

#### **ARTICLE V – COMMITTEES**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, performance events, matches, trophies, annual prizes, membership and other areas which may well be served by committees. Special committees may also be appointed by the Board of Directors to assist on particular projects. All committees, except the Nominating Committee, shall be subject to the final authority of the Board.

**SECTION 2.** Any committee appointment may be terminated by a majority vote of the then members of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

#### **ARTICLE VI – DISCIPLINE**

**SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

**SECTION 2. CHARGES.** Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the Labrador Retriever breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit shall be forfeited if such charges are not sustained by the Board (or a committee as provided herein) following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them in writing at a Board meeting, and the Board shall first consider by a majority vote of its fixed members whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing not less than 3 weeks or more than 6 weeks thereafter by the Board, or the Board may appoint a committee of two Board members and three other members of the Club in good standing eligible to vote to hear the charges. The Recording Secretary shall send one copy of the exact charges to the accused member by registered mail wherein he is directed to appear as cited, together with a notice stating the date, hour, and place of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes. The location of the hearing shall be in reasonable proximity to the place of residence of the accused.

**SECTION 3. BOARD HEARING.** If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete

authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4. EXPULSION. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a hearing and upon the recommendation of the Board or committee as provided in Section 3 of this Article. Such meeting shall be held within 60 days but not earlier than 30 days after the date of the recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

#### **ARTICLE VII – AMENDMENTS**

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Recording Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent via e-mail as required by State Law to each member at least two weeks prior to the date of the meeting.

#### **ARTICLE VIII – DISSOLUTION**

SECTION 1. PROCEDURE. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance with State Law. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club, its property, and assets shall be given to a charitable organization for the benefit of dogs selected by the Board unless otherwise prohibited by State Law.

#### **ARTICLE IX – ORDER OF BUSINESS**

SECTION 1. CLUB MEETINGS. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll call
- Minutes of the last meeting

Report of the President  
Report of the Recording Secretary  
Report of the Corresponding Secretary  
Report of the Treasurer  
Reports of Committees  
Unfinished business  
New business  
Election of Life members (Annual Meeting)  
Election of Board members (Annual Meeting)  
Adjournment

**SECTION 2. BOARD MEETINGS.** At meeting of the Board of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Minutes of last meeting  
Report of the Recording Secretary  
Report of the Corresponding Secretary  
Report of the Treasurer  
Reports of Committees  
Unfinished business  
Election of new and honorary members  
New business  
Adjournment

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

**SECTION 1.** The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules or order the Club may adopt.